

ORIGINAL

B1 (Official Form 1) (4/10)

UNITED STATES BANKRUPTCY COURT Eastern District of New York		VOLUNTARY PETITION		
Name of Debtor (if individual, enter Last, First, Middle): FRANCIS GROUP HOLDING CORP.	Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):			
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 11-2308141	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):			
Street Address of Debtor (No. and Street, City, and State): 1194 NOSTRAND AVENUE BROOKLYN, NY	Street Address of Joint Debtor (No. and Street, City, and State):			
ZIP CODE 11225	ZIP CODE			
County of Residence or of the Principal Place of Business: KINGS	County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):			
ZIP CODE	ZIP CODE			
Location of Principal Assets of Business Debtor (if different from street address above):				
ZIP CODE				
Type of Debtor (Form of Organization) (Check one box.)	Nature of Business (Check one box.)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)		
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) <hr/>	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <i>Real Estate</i> <hr/> Tax-Exempt Entity (Check box, if applicable.)	<input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
	Nature of Debts (Check one box.)			
	<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."	<input checked="" type="checkbox"/> Debts are primarily business debts.		
Filing Fee (Check one box.)		Chapter 11 Debtors		
<input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information				THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.				
Estimated Number of Creditors				
<input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000				
Estimated Assets				
<input type="checkbox"/> \$0 to \$50,001 to \$100,001 to \$500,000 <input type="checkbox"/> \$50,001 to \$100,000 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion				
Estimated Liabilities				
<input type="checkbox"/> \$0 to \$50,001 to \$100,001 to \$500,000 <input type="checkbox"/> \$50,001 to \$100,000 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion				

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): FRANCIS GROUP HOLDING CORP.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: EASTERN DISTRICT NEW YORK		Case Number: 04-13002-jf	Date Filed: 03/02/2004
Location Where Filed: EASTERN DISTRICT NEW YORK		Case Number: 1-10-43296	Date Filed: 04/16/2010
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: NONE		Case Number:	Date Filed:
District: Eastern District of New York		Relationship:	Judge:
Exhibit A		Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
		X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue			
(Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property			
(Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
(Name of landlord that obtained judgment)			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): FRANCIS GROUP HOLDING CORP.
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct. <input type="checkbox"/> If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. <input type="checkbox"/> If no attorney represents me and no bankruptcy petition preparer signs the petition, I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (if not represented by attorney) _____</p> <p>Date _____</p>		Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
Signature of Attorney*  Signature of Attorney for Debtor(s) GERARD M. KARLEN, ESQ. Printed Name of Attorney for Debtor(s) GERARD M. KARLEN, ESQ. Firm Name 420 LEXINGTON AVENUE, SUITE 300 NEW YORK, NY 10170 Address 212-297-6189 gmk1059@yahoo.com Telephone Number 07/08/2011 Date _____		Signature of Non-Attorney Bankruptcy Petition Preparer <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer _____</p> <p>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____ Address _____ X _____ Date _____</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. _____ Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual. _____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
Signature of Debtor (Corporation/Partnership) <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual ROGER FRANCIS Printed Name of Authorized Individual PRESIDENT Title of Authorized Individual 07/08/2011 Date 7/8/11</p>		

**United States Bankruptcy Court
Eastern District of New York**

In re Francis Group Holding Corp.

Debtor

Case No. _____
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

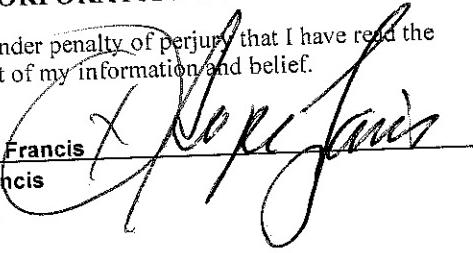
Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Roger Francis 1194 Nostrand Ave Brooklyn, NY 11225			one third owner
Roy Francis 410 Fenimore Street Brooklyn, NY 11225			one third owner
Rudolph Francis 1112 Albemarle Road Brooklyn, NY 11218			one third owner

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 11/21/11

Signature /s/ Roger Francis
Roger Francis
President



Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders

Best Case Bankruptcy

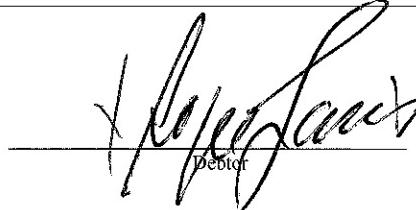
UNITED STATES BANKRUPTCY COURT

Eastern District of New York

In re FRANCIS GROUP HOLDING CORP.
DebtorCase No. _____
Chapter 11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
<hr/>				
SEE ATTACHED LIST				

Date: 07/08/2011


The signature is handwritten in black ink, appearing to read "Jeffrey Sander". It is written over a horizontal line and includes the word "Debtor" written vertically below the signature.

[Declaration as in Form 2]

United States Bankruptcy Court
Eastern District of New York

In re Francis Group Holding Corp.

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Capital One Bank PO Box 71083 Charlotte, NC 28272	Capital One Bank PO Box 71083 Charlotte, NC 28272			3,000.00
Con Edison Cooper Station PO Box 138 New York, NY 10276	Con Edison Cooper Station PO Box 138 New York, NY 10276	287 Clarkson Ave		2,087.32
Con Edison Cooper Station PO Box 138 New York, NY 10276	Con Edison Cooper Station PO Box 138 New York, NY 10276	394 Rutland Road		250.38
Con Edison Cooper Station PO Box 138 New York, NY 10276	Con Edison Cooper Station PO Box 138 New York, NY 10276			164.92
DEP 250 Livingston Street 8th Floor Brooklyn, NY 11201	DEP 250 Livingston Street 8th Floor Brooklyn, NY 11201	394 Rutland Rd		5,480.21
Jeremy Rosenberg, Esq. 30 Broad Street 27th Floor New York, NY 10004	Jeremy Rosenberg, Esq. 30 Broad Street 27th Floor New York, NY 10004			3,000.00
JP Morgan Chase Bank, NA Comm. Term Lending TX1-1704 3929 W.John Carpenter FWY Irving, TX 75063	JP Morgan Chase Bank, NA Comm. Term Lending TX1-1704 Irving, TX 75063			3,000.00
Key Bank Real Estate Cap 911 Main Street Suite 1500 Kansas City, MO 64105	Key Bank Real Estate Cap 911 Main Street Suite 1500 Kansas City, MO 64105	180 Linden Blvd. Brooklyn, NY 11226	Unliquidated	1,000,000.00 (946,000.00 secured)
SJ Fuel Co. Inc. 601 Union Street Brooklyn, NY 11265	SJ Fuel Co. Inc. 601 Union Street Brooklyn, NY 11265	This is debt of 180 Linden Blvd		6,871.65

African Record Centre
1194 Nostrand Ave
Brooklyn, NY 11225

African Recrd Centre
1194 Nostrand Ave
Brooklyn, NY 11225

Backenroth Frankel & Krin
489 Fifth Avenue
New York, NY 10017

Capital One Bank
PO Box 71083
Charlotte, NC 28272

City of New York
NYC Law Department
100 Church St
Attn: Hugh Shull
New York, NY 10007

Con Edison
Cooper Station
PO Box 138
New York, NY 10276

DEP
250 Livingston Street
8th Floor
Brooklyn, NY 11201

DiscMart
610 New York Ave
Brooklyn, NY 11203

Estate Rudolph Francis
1194 Nostrand Ave
Brooklyn, NY 11225

Jaspan Schlesinger LLP
300 Garden City Plaza
Attn: Antonia Donohue
Garden City, NY 11530

Jeremy Rosenberg, Esq.
30 Broad Street
27th Floor
New York, NY 10004

JP Morgan Chase
Commercial term Leasing
3929 W. John Carpentr FWY
TX1-1704
Irving, TX 75063

JP Morgan Chase Bank NA
Commercial term Lending
TX1-1704
Irving, TX 75063

JP Morgan Chase Bank, NA
Comm. Term Lending
TX1-1704
3929 W.John Carpenter FWY
Irving, TX 75063

Key Bank Real Estate Cap
911 Main Street
Suite 1500
Kansas City, MO 64105

R. Francis Ent., Inc.
1194 Nostrand Ave
Brooklyn, NY 11225

Residential Tenants

Roger Francis
1194 Nostrand Ave
Brooklyn, NY 11225

Roland Francis
1112 Albemarle Rd
Brooklyn, NY 11218

Roy Francis
410 Fenimore Street
Brooklyn, NY 11225

Rudolph Francis
1112 Albemarle Rd
Brooklyn, NY 11218

SJ Fuel Co. Inc.
601 Union Street
Brooklyn, NY 11265

State of New York
Attorney General's Office
120 Broadway
Attn: Neal Mann
New York, NY 10271

United States of America
c/o U.S. Attorney
86 Chambers Street
New York, NY 10007

United States Trustee-Eas
271 Cadman Plaza East
Brooklyn, NY 11201